

# CRAVATH, SWAIN & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

212 HANOVER 2-3000

INTERNATIONAL TELEEX: 620976

TELETYPE: 710-581-0338

TELEX: 125547

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I.C.C.  
FEE OPERATION BR.

NO-2724081  
SEP 30 1977

Date .....

Fee \$ .....

RECORDATION NO. 8893-C Filed & Recorded ICC Washington, D. C.

SEP 30 1977-12 15 PM

INTERSTATE COMMERCE COMMISSION

September 30, 1977

Dear Sir:

Pursuant to Section 20c of the Interstate Commerce Act and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Citibank, N.A., for filing and recordation four counterparts of the following document dated as of September 30, 1977.

Release and Termination of Conditional Sale Agreement Covering Equipment Under Recordation Number 8893.

The name and address of the party to the aforementioned Release is as follows:

Citibank, N.A.,  
399 Park Avenue,  
New York, N. Y. 10022

The above-mentioned document releases all equipment subject to a Conditional Sale Agreement dated as of July 15, 1977, between FMC Corporation and SSI Rail Corp., which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 19, 1977, at 1:35 p.m., and assigned recordation number 8893, which was supplemented by a First Amendment and Supplement dated as of August 8, 1977, between FMC Corporation and SSI Rail Corp., filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 12, 1977 at 11:35 a.m., and assigned recordation number 8893-A and which was assigned to Citibank, N.A., pursuant to an Agreement and Assignment dated as of August 8, 1977, between FMC Corporation and Citibank, N.A., filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act

MAURICE T. MOORE  
BRUCE BROMLEY  
ROSWELL L. GILPATRICK  
ALBERT R. CONNELLY  
FRANK H. DETWEILER  
GEORGE G. TYLER  
CHARLES R. LINTON  
WILLIAM B. MARSHALL  
RALPH L. MCAFEE  
ROYALL VICTOR  
ALLEN H. MERRILL  
HENRY W. DEKOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
FRANCIS F. RANDOLPH, JR.  
JOHN F. HUNT, JR.  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS D. BARR

MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL  
FREDERICK A. O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL

CARLYLE E. MAW  
L. R. BRESLIN, JR.  
HAROLD R. MEDINA, JR.  
COUNSEL  
4, PLACE DE LA CONCORDE  
75008 PARIS, FRANCE  
TELEPHONE: 265-81-54  
TELEX: 290530  
TERMINAL HOUSE  
52, GROSVENOR GARDENS  
LONDON, SW1W 0AU, ENGLAND  
TELEPHONE: 01-730-5203  
TELEX: 917840  
CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, PARIS  
CRAVATH, LONDON S.W.1

*Full Release*  
*Louis W. Thornhill*  
*Quintanilla*

on August 12, 1977, at 11:35 a.m., and assigned recordation number 8893-B.

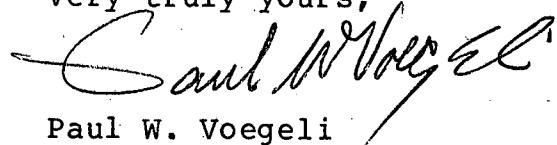
The equipment covered by the aforementioned document consists of the following:

Two hundred (200) 70-ton, 50'6" general purpose single sheath boxcars, bearing Road Numbers COP-7001-COP-7200 both inclusive.

There is also enclosed a check for \$10 payable to the Interstate Commerce Commission, representing the fee for recording the Release pursuant to 40 CFR 116.1.

Please stamp all four counterparts of the enclosed document and the extra copy of this transmittal letter with your official recording stamp. It is requested that the three extra counterparts of the document and the extra copy of this transmittal letter be returned to the bearer of this letter.

Very truly yours,



Paul W. Voegeli

The Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

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BY HAND

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**9/30/77**

**OFFICE OF THE SECRETARY**

**Paul W. Voegeli**  
**Cravath, Swaine & Moore**  
**One Chase Manhattan Plaza**  
**New York, N.Y. 10005**

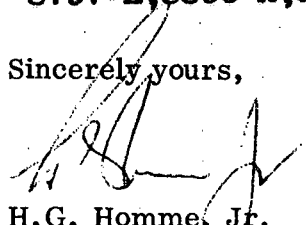
Dear **Sir:**

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on **9/30/77** at **12:15pm** ,

and assigned recordation number(s) **8797-E, 8896-A, 8916-C, 8893-C**

Sincerely yours,

  
**H.G. Homme, Jr.**  
**Acting Secretary**

**Enclosure(s)**

**SE-30-T**  
**(6/77)**

SEP 30 1977 -12 11 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION OF CONDITIONAL  
SALE AGREEMENT COVERING EQUIPMENT  
UNDER RECORDATION NO. 8893

WHEREAS FMC Corporation (hereinafter called the Builder) and SSI Rail Corp. entered into a conditional sale agreement dated as of July 15, 1977, filed and recorded with the Interstate Commerce Commission (hereinafter called the Commission) pursuant to Section 20c of the Interstate Commerce Act (hereinafter called the Act), on July 19, 1977, and assigned recordation number 8893, a First Amendment and Supplement dated as of August 8, 1977, to said conditional sale agreement, filed and recorded with the Commission pursuant to the Act on August 12, 1977, and assigned recordation number 8893-A (said conditional sale agreement, as so amended and supplemented, being hereinafter called the Conditional Sale Agreement), providing for the construction, sale and delivery by the Builder and the purchase by SSI of two hundred (200) 50'6" 70-ton capacity, general purpose, single sheath boxcars numbered COP 7001 through COP 7200, both inclusive (hereinafter called the Equipment);

WHEREAS the Builder has delivered and SSI has accepted the Equipment;

WHEREAS the Builder has assigned its right and interest in the Equipment and the Conditional Sale Agreement,

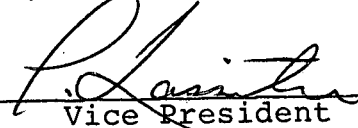
and its title to the Equipment, to Citibank, N.A. (hereinafter called the Bank), pursuant to an agreement and assignment dated as of August 8, 1977 (hereinafter called the Assignment), filed and recorded with the Commission pursuant to the Act on August 12, 1977, and assigned recordation number 8893-B;

NOW, THEREFORE, in consideration of the premises and the sum of \$5,057,344, paid to the Bank by or on behalf of SSI, the receipt and sufficiency of which are hereby acknowledged, the Bank does hereby release the Equipment from the Conditional Sale Agreement and the Assignment, does hereby release SSI from all its obligations under the Conditional Sale Agreement and the Assignment and does hereby terminate the Conditional Sale Agreement, all as of September 30, 1977.

IN WITNESS WHEREOF, the Bank has caused this instrument to be executed by its officer thereunto duly authorized, and its seal to be hereunto affixed and attested by its Assistant Secretary, all as of September 30, 1977.

CITIBANK, N.A.,

by

  
Vice President

Attest:



[Seal]

STATE OF NEW YORK       )  
                                  ) ss.:  
COUNTY OF NEW YORK     )

On this 30th day of September, 1977, before me personally appeared P. LASSITER, to me personally known, who, being by me duly sworn, says that he is a Vice President of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

[Notarial Seal]

Jeanette R. Nourian  
Notary Public

JEANETTE R. NOURIAN  
Notary Public, State of New York  
No. 41-4605945  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1979